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(2)



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418, Tel. (312) 372-9500, Fax (312) 845-5305

RECORDATION NO.

9911-Y+Z
FILED 11/4/95

NOV 9 1995 -2 35 PM

INTERSTATE COMMERCE COMMISSION

November 6, 1995

Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series P-2)
Recordation No. 9911

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Twelfth Supplemental Equipment Trust Agreement dated as of July 31, 1995, between Union Tank Car Company and The First National Bank of Chicago, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$42 for the filing fee.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Jean Fowler
Legal Assistant

/jff
Enclosures

UTC4066

LICENSING BRANCH

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OFFICE OF THE
SECRETARY

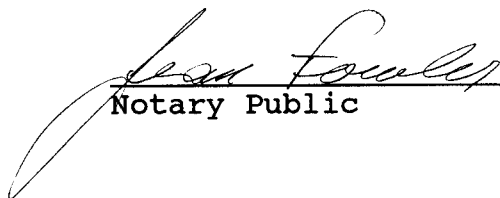
STATE OF ILLINOIS)
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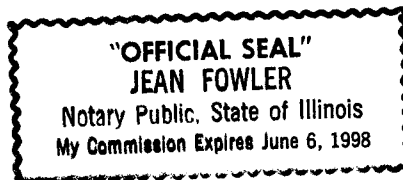
RECORDATION NO. 9911-2 FILED 1495
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ILLINOIS STATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Twelfth Supplemental Trust Agreement dated as of July 31, 1995, with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 6th day of November, 1995.


Notary Public



TWELFTH SUPPLEMENTAL TRUST AGREEMENT

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UNION TANK CAR COMPANY (SERIES P-2) FEDERAL COMMERCE COMMISSION

THIS TWELFTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1995, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and The First National Bank of Chicago ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of December 1, 1978 ("Trust Agreement") providing for the issue of its Equipment Certificates (Series P-2) in the aggregate principal amount of \$60,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.


4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: 
R. C. Gluth,
Executive Vice President

Attest:


Robert W. Webb, Secretary

THE FIRST NATIONAL BANK OF CHICAGO

By: 

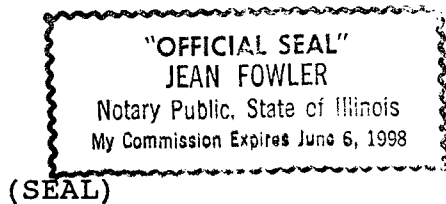
Attest:


Trust Officer

UTC2044

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On October 20, 1995, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.



Jean Fowler
Notary Public

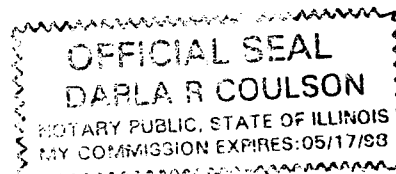
STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 23rd day of October, 1995, before me personally came JANICE OTT ROTUNDO, to me known, who, being by me duly sworn, did depose and say that he/she is Assistant Vice President of The First National Bank of Chicago, one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.

Darla R Coulson
Notary Public

(SEAL)

UTC2044



UNION TANK CAR COMPANY – TREASURER'S DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION
SERIES P-2 (P002) 7/31/95

| <u>QUANTITY</u> | <u>A.A.R. MECHANICAL DESCRIPTION CODE</u> | <u>CAPACITY IN (GAL./CUFT.)</u> | <u>ROAD NUMBERS</u> |
|-----------------|---|---|---|
| 1 | TM | 14,000 GAL. | UTLX 15960 |
| 8 | TM | 16,000 GAL. | UTLX 66580, 66584, 66590, UTLX 66592, 66594-97 |
| <u>1</u> | TM | 26,000 GAL. | UTLX 2616 |
| 10 | TOTAL | | |

7/31/95

UNION TANK CAR COMPANY -- TREASURERS DEPARTMENT
WRECKED/RETIRED CARS -- SCHEDULE B
SERIES P002 (P-2)

| <u>QUANTITY</u> | <u>A.A.R. MECHANICAL CODE</u> | <u>CAPACITY GALLONS/ CUFT.</u> | <u>ROAD NUMBERS</u> |
|-----------------|---------------------------------------|--|--|
| 31 | BULK | 70 TON | BCIT 818523, 818530-31, 818533, 818535, 818537-38, 818543-44, 818550, 818553, 818569-70, 818572, 818578, 818587, 818608, 818615-16 818622, 818624, 818627, 818635, 818640, 818645, 818654, 818673, 818684, 818703, 818712-13 |
| 1 | TM | 20,000 GAL | UTLX 78775 |
| 3 | TM | 23,500 GAL | UTLX 70374, 70693, 70757 |
| <u>1</u> | TM | 26,000 GAL | UTLX 48398 |
| 36 | TOTAL | | |